



CORPORATION SERVICE COMPANY

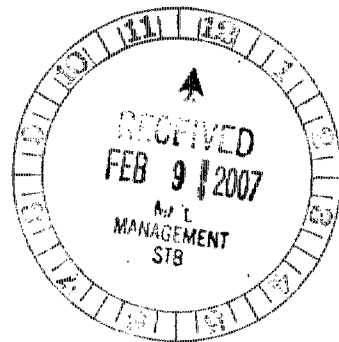
RECORDATION NO.

23055-6 FILED

FEB 12 '07

10-28 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea

Date: February 8, 2007

Order#: 749362/010

Re: DBUX300207-DBUX300443 CONOCOPHILLIPS

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/23/2007  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00  
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

LESSEE:  
CONOCOPHILLIPS  
TA3104  
PO BOX 2197  
HOUSTON, TX 77252

LESSOR:  
THE CIT GROUP/EQUIPMENT FINANCING, INC.



CORPORATION SERVICE COMPANY

1211 AVENUE OF THE AMERICAS, 20TH FLOOR  
NEW YORK, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14<sup>th</sup> day of June 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CONOCOPHILLIPS as successor in interest to CONOCO, INC., a Delaware corporation, with an address at TA3104, PO BOX 2197, HOUSTON, TX 77252-2197 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on August 22, 2000 and given Recordation Number 23055.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
 Name: William P. O'Brien  
 Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONOCOPHILLIPS

By: Famela J. McGinnis  
 Name: Famela J. McGinnis  
 Title: Mgr. Truck, Rail & Logistics Solutions

# Schedule A

## Number of Cars

## Equipment Description

27 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300207
2	DBUX	300345
3	DBUX	300349
4	DBUX	300356
5	DBUX	300360
6	DBUX	300370
7	DBUX	300373
8	DBUX	300374
9	DBUX	300377
10	DBUX	300380
11	DBUX	300382
12	DBUX	300383
13	DBUX	300391
14	DBUX	300422
15	DBUX	300423
16	DBUX	300428
17	DBUX	300429
18	DBUX	300430
19	DBUX	300431
20	DBUX	300432
21	DBUX	300433
22	DBUX	300434
23	DBUX	300435
24	DBUX	300436
25	DBUX	300437
26	DBUX	300442
27	DBUX	300443